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**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

Case No. 3:14-CV-01224-CRB

In re GERON CORPORATION SECURITIES
LITIGATION

**~~[PROPOSED]~~ ORDER GRANTING
LEAD COUNSEL'S REQUEST FOR
AN AWARD OF ATTORNEYS' FEES
AND EXPENSES**

This Document Relates To:

Judge: Charles R. Breyer

ALL ACTIONS

WHEREAS:

A. On July 21, 2017, the Court entered a Final Order and Judgment which granted approval of the settlement of this Action as fair, reasonable, and adequate;

B. Lead Counsel for the Class has applied for an award of attorneys' fees in the amount of \$1,519,421.22 plus accrued interest, reimbursement of expenses in the amount of \$172,315.12 to be paid from the Settlement Fund, and a \$10,000 incentive award for Lead Plaintiff to be paid from the Settlement Fund; and

C. The capitalized terms in this Order shall have the same meaning as they have in the Stipulation and Agreement of Settlement dated as of March 2, 2017.

NOW, THEREFORE, based on the submissions of the parties, the arguments of Lead Counsel at the Final Fairness Hearing held on July 21, 2017, and the entire record in this Action, IT IS HEREBY ORDERED, ADJUDGED, AND DECREED as follows:

3. The Court finds that the expenses incurred by Lead Counsel in the amount of \$172,315.12, as set forth in the Faruqi Declaration and Exhibit F attached thereto, were appropriately expended to benefit the Class and are reasonable.

5. Lead Plaintiff shall be awarded \$10,000 as an incentive award for his service in representation of the Class in this Action.

IT IS SO ORDERED.

July 21, 2017

Honorable Charles R. Breyer
United States District Court Judge
Northern District of California